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MIDNIGHT SONS UNLIMITED™

"SINS OF SPIDER-X"

Written by Mort Todd
Lettered by Steve Dutro

Prologue: SPIDER-MAN
"Where Pounces the Paralyzer?"
Mort Todd — *Penciler* Pat Redding — *Inker* John Kalisz — *Colorist*

Chapter 1: SPIRITS OF VENGEANCE
"Evil Web of Spider-X"
Javier Saltares — *Penciler* Mike Witherby — *Inker* Tom Smith — *Colorist*

Chapter 2: NIGHTSTALKERS
"Battle on Broadway"
John Czop — *Penciler* Mark Pennington — *Inker* Joe Caponsacco — *Colorist*

Chapter 3: DARKHOLD
"Terror in Times Square"
Ken Meyer, Jr. — *Artist*

Chapter 4: MORBIUS
"The Spider, The Sons ... and ZZAX!"
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Epilogue: SPIDER-MAN
"Kiss of the Spider's Woman"
Mort Todd — *Penciler* Pat Redding — *Inker* John Kalisz — *Colorist*

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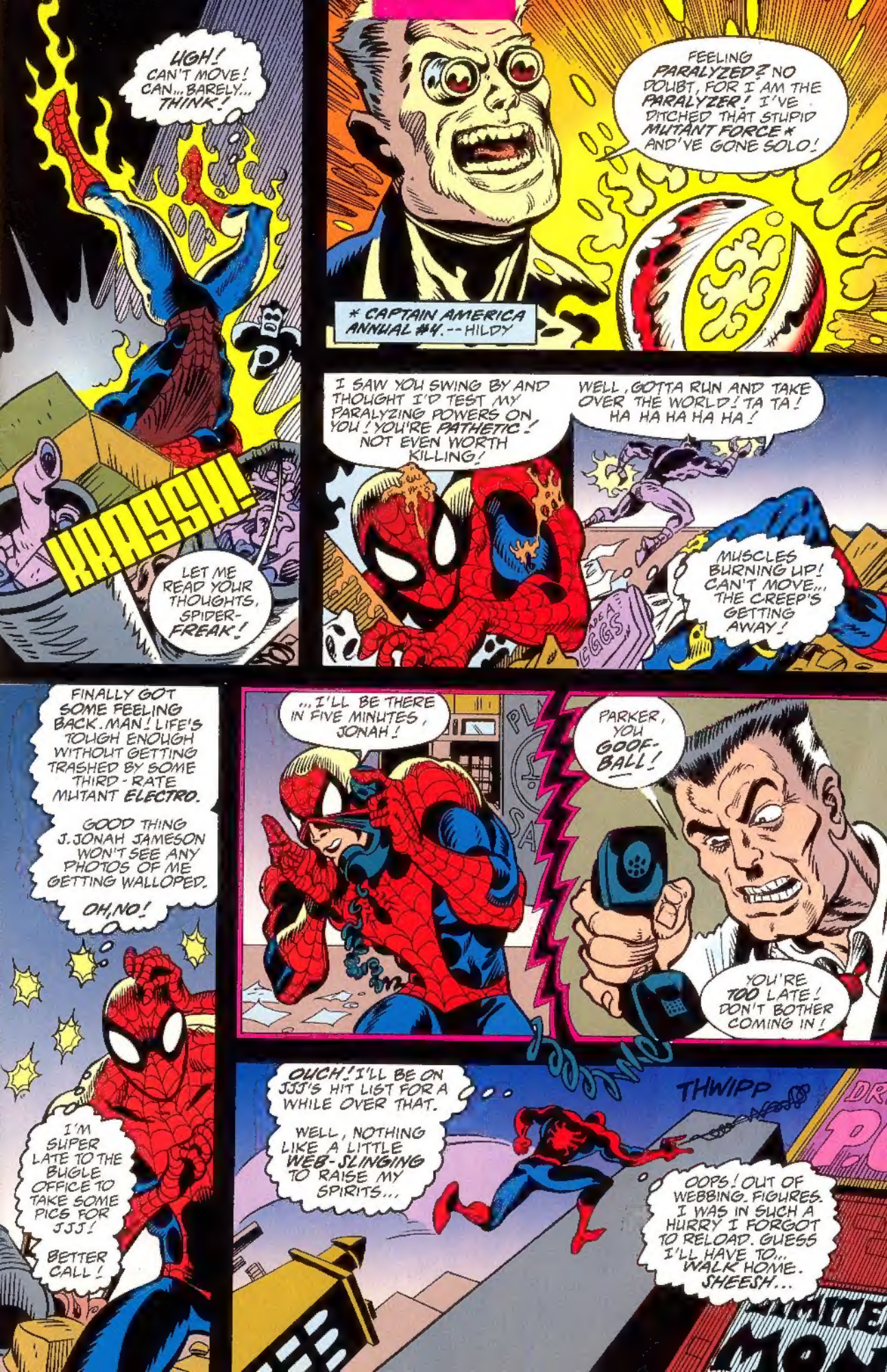
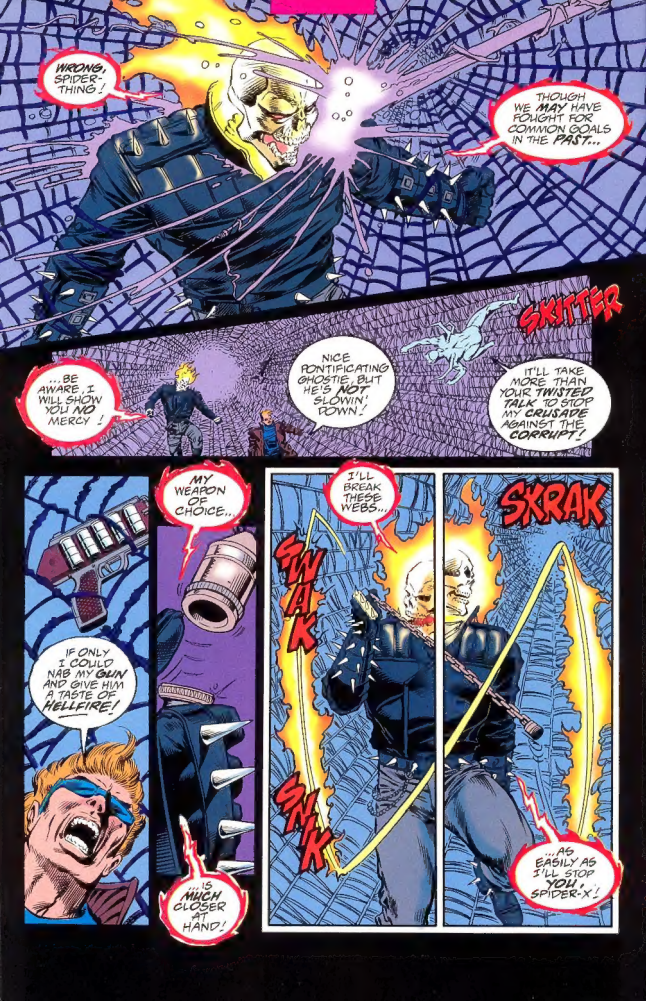
GHOST RIDER AND BLAZE: THE BIKE RIDING SPIRITS OF VENGEANCE; HANNIBAL KING, FRANK DRAKE AND BLADE: THE OCCULT WARRIORS KNOWN AS THE NIGHTSTALKERS; THE REDEEMERS, WHOSE GOAL IT IS TO RECOVER ALL PAGES OF THE FOUL DARKHOLD, BOOK OF SINS; AND MORBIUS, THE LIVING VAMPIRE — TOGETHER THEY DEFEND OUR WORLD AGAINST SUPERNATURAL FORCES. STAN LEE PRESENTS...
MIDNIGHT SONS UNLIMITED
FEATURING SPIDER-MAN
NO, YOU HAVEN'T STUMBLED INTO AN ADVENTURE FROM SPIDER-MAN UNLIMITED.
IF YOU READ THE ABOVE CAPTION THEN YOU KNOW THIS IS ANOTHER SPINE-TINGLING ISSUE OF MIDNIGHT SONS UNLIMITED, AND THE ACTION BEGINS NOW!
WEIGHTED DOWN WITH THE RESPONSIBILITIES OF BEING A SUPER HERO, AND LATE FOR AN IMPORTANT PHOTO SHOOT, SPIDER-MAN IS LOST DEEP IN THOUGHT WHEN...
...SPIDER SENSE GOING BALLISTIC! I BETTER--
AAAGH
FZZWAP
PROLOGUE: WHERE POUNCES THE PARALYZER?

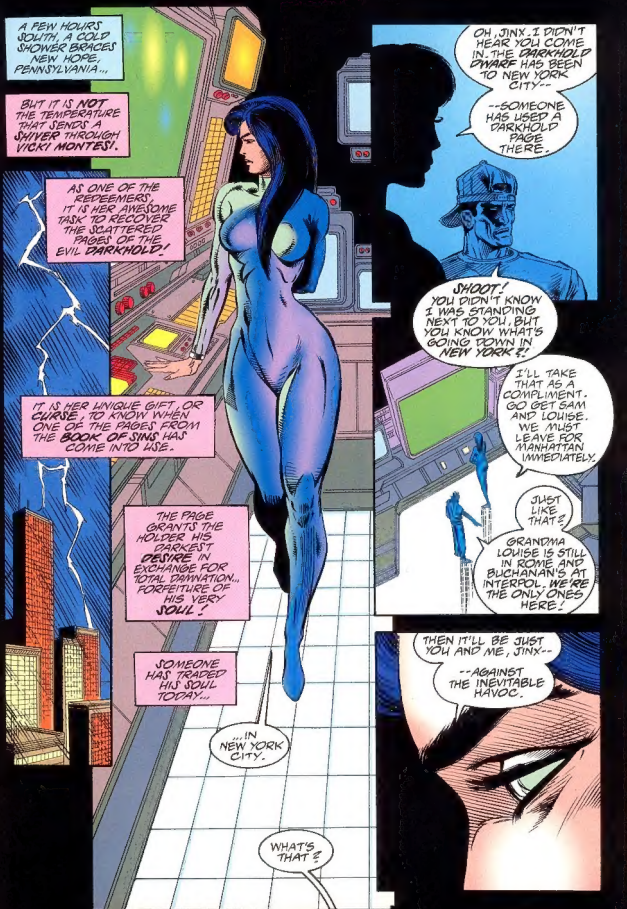

UGH! CAN'T MOVE! CAN... BARELY... THINK!
KRASSH!
LET ME READ YOUR THOUGHTS, SPIDER-FREAK!
FEELING PARALYZED? NO DOUBT, FOR I AM THE PARALYZER! I'VE DITCHED THAT STUPID MUTANT FORCE* AND'VE GONE SOLO!
* CAPTAIN AMERICA ANNUAL #4. -- HILDY
I SAW YOU SWING BY AND THOUGHT I'D TEST MY PARALYZING POWERS ON YOU! YOU'RE PATHETIC! NOT EVEN WORTH KILLING!
WELL, GOTTA RUN AND TAKE OVER THE WORLD! TA TA! HA HA HA HA HA!
MUSCLES BURNING UP! CAN'T MOVE... THE CREEP'S GETTING AWAY!
FINALLY GOT SOME FEELING BACK. MAN! LIFE'S TOUGH ENOUGH WITHOUT GETTING TRASHED BY SOME THIRD-RATE MUTANT ELECTRO.
GOOD THING J. JONAH JAMESON WON'T SEE ANY PHOTOS OF ME GETTING WALLOPED.
OH, NO!
I'M SUPER LATE TO THE BUGLE OFFICE TO TAKE SOME PICS FOR JJJ! BETTER CALL!
...I'LL BE THERE IN FIVE MINUTES, JONAH!
PARKER, YOU GOOF-BALL!
YOU'RE TOO LATE! DON'T BOTHER COMING IN!
OUCH! I'LL BE ON JJJ'S HIT LIST FOR A WHILE OVER THAT.
WELL, NOTHING LIKE A LITTLE WEB-SLINGING TO RAISE MY SPIRITS...
THWIPP
OOPS! OUT OF WEBBING. FIGURES. I WAS IN SUCH A HURRY I FORGOT TO RELOAD. GUESS I'LL HAVE TO... WALK HOME. SHEESH...

MJ! I'M HO--
"PETER-- I'LL BE REHEARSING WITH FABIAN TONIGHT-- LOVE, MJ"
THAT'S HER DASHING CO-STAR ON "SECRET HOSPITAL"-- BET THEY'RE REHEARSING MAKE OUT SCENES.
SHOOT! SHE MUST BE OUT. I WAS LOOKING FORWARD TO SOME COM-SOLATION FROM MY MATE.
WITH MJ OUT OF THE HOUSE I'M GOING TO DO SOMETHING I PROMISED TO CUT DOWN ON...
...I'M GOING TO WATCH SOME CABLE!
...AFTER BEING ADMINISTERED A SMALL DOSE OF RADIATION, THE SPIDER GOES INTO DEATH THROES AS--
OH, GREAT. NEWS FOR SOMEONE WITH RADIOACTIVATED SPIDER POWERS LIKE MYSELF. THERE MUST BE A BETTER SHOW THAN THIS...
--FEEL THE PASSION OF "SECRET HOSPITAL"...
RIGHT! SEEING MY WIFE IN A LIP LOCK IS JUST WHAT I NEEDED. YEECH!
I'VE GOT TO BEAT THIS DEPRESSION. I CAN'T REMEMBER BEING SO DOWN. MAYBE--
WAIT! SOMEONE ELSE IS HERE!
WHAT TH--?! WHO THE HECK ARE YOU?
FACE FRONT, OFFENDI! I'VE GOT A NO-PRIZE HERE THAT'LL SOLVE ALL YOUR PROBLEMS!

ELSEWHERE, DARKNESS CONQUERS THE SMOGGY HAZE OF NEW YORK CITY AND THE SPIRITS OF VENGEANCE RACE TOWARD THE UN-KNOWN...
EVIL IS AFOOT, BLAZE.
THANKS FOR THE NEWS, RAGHY, BUCKY. AFTER ALL THE GRIEF WE'VE SEEN LATELY, I...
GHOST RIDER--!
--LOOK OUT!
--CAN'T PULL AWAY IN TIME!
SKRRSSSSSSE
THIS FREAKY WEB IS BLOCKING THE WHOLE STREET!
SKRSS-WUMP
KA-WUMP
CHAPTER ONE:
SPIRITS OF VENGEANCE
EVIL WEB OF SPIDER-X
COULD THIS MESS BE THE HANDIWORK OF SHELOB, THE SPIDER-DEMON*?!
NAH, WE ACED HER! THIS GUNK IS MORE LIKE... THE WEB OF SPIDER-MAN!
*SPIRITS OF VENGEANCE #11.--HILDY

BLAZE! WE ARE NOT ALONE... THE OTHERS HERE LOOK STUNNED!
WHO CAN BLAME 'EM? IT'S NOT EVERY DAY YOU GET CAUGHT IN A STICKY, BUILDING-SIZED WEB!
LOOK! IT DOESN'T STICK TO OUR WHEEL FLAMES... MAYBE WE CAN WRANGLE OURSELVES FREE!
WRONG!
SKITTER SKITTER
HOLY COW! IS THAT--IS THAT THING... SPIDER-MAN?
I AM SOMETHING MUCH MORE! I AM SPIDER-MAN TO THE XTH POWER... I AM SPIDER-X!
I AM THE ULTIMATE ARBITRATOR OF JUSTICE IN THIS WORLD LOST TO CRIME AND VICE!
HEY, GHOSTIE, WHERE HAVE WE SEEN A DEMONIC MUTATION LIKE THIS BEFORE?
IF IT IS SPIDER-MAN, BLAZE, I'D WAGER THE DARKHOLD HAS TOUCHED HIM!
I'M CLEANSING THIS CITY OF ALL FILTH! THE SCUM I TRAPPED DARED TO INSTIGATE TERROR AND SUFFERING!
FOR DARING TO INTERRUPT MY MISSION...
FSKWORRP
...YOU MUST DIE!


WRONG, SPIDER-THING!
THOUGH WE MAY HAVE FOUGHT FOR COMMON GOALS IN THE PAST...
SKITTER
BE AWARE, I WILL SHOW YOU NO MERCY!
NICE RONTIFICATING GHOSTIE, BUT HE'S NOT SLOWIN' DOWN!
IT'LL TAKE MORE THAN YOUR TWISTED TALK TO STOP MY CRUSADE AGAINST THE CORRUPT!
IF ONLY I COULD NAB MY GUN AND GIVE HIM A TASTE OF HELLFIRE!
MY WEAPON OF CHOICE..
IS MUCH CLOSER AT HAND!
I'LL BREAK THESE WEBS..
SWAK
SNAK
SKRAK
..AS EASILY AS I'LL STOP YOU, SPIDER-X!


A FEW HOURS SOUTH, A COLD SHOWER BRINGS NEW HOPE, PENNSYLVANIA...
BUT IT IS NOT THE TEMPERATURE THAT SENDS A SHIVER THROUGH VICKI MONTES!
AS ONE OF THE REDEEMERS, IT IS HER AWESOME TASK TO RECOVER THE SCATTERED PAGES OF THE EVIL DARKHOLD!
IT IS HER UNIQUE GIFT, OR CURSE, TO KNOW WHEN ONE OF THE PAGES FROM THE BOOK OF SINS HAS COME INTO USE.
THE PAGE GRANTS THE HOLDER HIS DARKEST DESIRE IN EXCHANGE FOR TOTAL DAMNATION... FORFEITURE OF HIS VERY SOUL!
SOMEONE HAS TRADED HIS SOUL TODAY...
...IN NEW YORK CITY.
WHAT'S THAT?
OH, JINX. I DIDN'T HEAR YOU COME IN. THE DARKHOLD DYNAMO HAS BEEN TO NEW YORK CITY--
--SOMEONE HAS USED A DARKHOLD PAGE THERE.
SHOOT! YOU DIDN'T KNOW I WAS STANDING NEXT TO YOU, BUT YOU KNOW WHAT'S GOING DOWN IN NEW YORK?!
I'LL TAKE THAT AS A COMPLIMENT. GO GET SAM AND LOUISE. WE MUST LEAVE FOR MANHATTAN IMMEDIATELY.
JUST LIKE THAT?
GRANDMA LOUISE IS STILL IN ROME AND BUCHANAN'S AT INTERPOL. WE'RE THE ONLY ONES HERE!
THEN IT'LL BE JUST YOU AND ME, JINX--
--AGAINST THE INEVITABLE HAVOC.

BACK AT THE SPIDER'S WEB...
SNIKK! SNIKK!
YOUR GUN, BLAZE!
THANKS...
...I NEEDED THAT!
KLIK!
TOO LATE! YOU'LL BE A TASTY MORSEL!
SKREEEE
YEAH? EAT THIS!
BWOOM

HE'S DOWN.. FOR THE MOMENT..
..AND I'M STILL STUCK TO HIS WEB!
URRR
GHOST RIDER! HOW ABOUT SOME HELP HERE?
UH, B.R.? WHERE YA GOIN'?
VVRROOOOM
NAITABEC!
THAT NUTS HEADIN' RIGHT AT ME!
RRRR
IT WAS THE QUICKEST WAY TO EXTRICATE YOU FROM THAT ARCANE WEAVING, BLAZE!
SHRAAK
RRRRRR
OOF!
THAT'S OKAY. IT'S THE THOUGHT THAT COUNTS!
WE MUST FREE THE OTHERS FROM THE WEB.
WHATEVER.
HELP US MAN!
BUT THEY SURE DON'T LOOK LIKE THE INNOCENT TYPES YOU GO AROUND SAVING!
THEY AREN'T!
THEY'RE SCUM WHO PREY ON THE WEAK!
AND YOU SHOWED YOUR TRUE COLORS BY WANTING TO FREE THEM.
TO REWARD YOU, I SHALL SUCK THE MARROW FROM YOUR BONES FIRST!

MAN! YOU'RE ONE HUNGRY SUCKER!
YESSS HUNGRY FOR JUSTICE!
WELL, I REITERATE- EAT THIS!
KAWOOOOM
BAP! BAP! BAP! BAP!
CHUD
KEEP BLASTING IT, BLAZE!
WE CAN'T AFFORD TO HAVE IT RUNNING FREE!
IF IT IS SPIDEY, I DON'T WANT TO KILL HIM; I--
OH NO! IT'S GETTING UP!
IF IT IS SPIDER-MAN HE'S STRONGER AND DEADLIER!

YOU'RE DOOMED, SPIRITS OF VENGEANCE!
BLAZE! WE MUST ATTACK PRECISELY!
...NOW!
CHING
CHING
CHING
BAM-BOOM
IMBECILES!
NOW I HAVE MORE AMAZING AGILITY THAN I WOULD AS SPIDER-MAN!
TAK
TAK
CHING
AS SPIDER-X, I HAVE ARACHNID POWERS UNDREAMED OF!
OH GLARD! BLAZE! IT COULD HAVE SKITTERED ANYWHERE AND BE POISED TO STRIKE!
THOSE TWO LIKE TO PLAY WITH FIRE SO MUCH.
I'LL FIGHT FIRE WITH FIRE!
FAWOOSH
BAM
HOW DO YOU LIKE MY BRAND OF HELLFIRE?

FRANKLY, I PREFER MY BRAND AS OPPOSED TO YOUR BRAND X!
RRRGHH
BA-WAMF!
AIEEEE
YOU DREW FIRST BLOOD!
ALL MY LIFE I'D BEEN VICTIMIZED UNTIL I GOT THESE ENHANCED SPIDER POWERS.. NOW NO ONE PUSHES ME AROUND!
MAN! HE'S QUICKER THAN EVER!
AAGGHH
KRAK
FOR TOO LONG I HAVE BEEN MR. NICE GUY! TONIGHT BEGINS MY REVENGE!
AND YOU SIR HAVE THE PLEASURE OF BEING THE FIRST OF MY MODERN HECATOMB! MILLIONS MUST DIE! ALL ARE GUILTY!
GREAT! WELL, AT LEAST I'M FIRST!
FIZZ

KRA-AAK
?
MLH?
OH, MAN! I THOUGHT THAT 'KRA-AAK WAS MY SPINE!
GHOSTIE SAVES MY CORPOREAL BUTT AGAIN!
URG-KK
CHANGK
CHUNGK
NOW YOU SHALL LEARN A TRUE LESSON IN JUSTICE, SPIDER-X--
SKLLD
--A LESSON N VENGEANCE!

BEAR WITNESS TO THE PENANCE STARE AND LET IT SEAR WHAT'S LEFT OF YOUR SOUL!
N-NNOOO!
NO! MY BRAIN... ON FIRE!
GET AWAY!
KRAK
HOW DID THAT JOKER BREAK FREE OF YOUR HOLD, GHOST RIDER?
MY PENANCE STARE MUST HAVE BEEN SULLIED BY HIS MANY EYES! COME, BLAZE, WE MUST--
NO RIDER-- WAIT!
WHAT?!
THOSE ACIDY WEBS ARE EATING AWAY AT THOSE TRAPPED GUYS!
WE GOTTA FREE 'EM!
VERY WELL... BUT IT'S NOT OVER!
SPIDER-X HAS NOT SEEN THE LAST OF US!

AN ODD LITTLE BOOKSHOP IN MANHATTAN'S UPPER WEST SIDE PLAYS HOST TO A TRIO OF OCCULT WARRIORS...
I STILL DON'T KNOW WHY WE ALL HAD TO COME DOWN FROM BOSTON...
WE DIDN'T, BLADE. I NEEDED THESE ARCANE BOOKS FOR MY COLLECTION.
BESIDES, DIDN'T YOU COME TO THE CITY TO PICK UP THAT SPECIAL KNIFE YOU WANTED, BLADE?
YEAH...
CHAPTER 2
NIGHTSTALKERS
BATTLE on BROADWAY!
...SO WHY DID YOU COME, FRANK'?
THIS LETTER!

A YOUNG MAN NOTES A MAJOR RISE IN CRIME HERE AND ATTRIBUTES IT TO...
...THE OCCULT.
IT WAS SENT TO OUR DETECTIVE AGENCY--
--AND MAKES A CONVINCING CASE.
SINCE WE'RE HERE WHY DON'T WE CHECK IT OUT?
YEAH, WELL, I'D JUST AS SOON HANG OUTSIDE.
A MODEST BROWNSTONE OFF BROADWAY..
BLADE IS STILL DISTANT EVER SINCE HIS ENCOUNTER WITH THE DARKHOLD PAGE.*
BEING POSSESSED BY THE DEMOGORGE IS NOT TO BE TAKEN LIGHTLY, FRANK.
HE HAS A LOT MORE COPING TO DO CONCERNING HIS ACTIONS.
BZZT
WHO IS IT?
DRAKE AND KING OF THE BORDERLINE DETECTIVE AGENCY. WE'RE LOOKING FOR A MR. BRIAN KORNFELD... HE SENT US A LETTER.
BRIAN? PLEASE COME IN... TOP FLOOR.
*SEE THE JUNE MIDNIGHT MASSACRE STORY ARC. --HILDY
HELLO, I'M MRS. KORNFELD... YOU'VE HEARD FROM BRIAN?
WE RECEIVED A LETTER FROM HIM. HE WAS CONCERNED ABOUT THE RISING CRIME RATE HERE...
...AND HAD AN INTERESTING THEORY ABOUT IT.
IS YOUR HUSBAND HOME?
HUSB-- WHY, I'M WIDOWED... BRIAN IS MY SON, AND... HE'S BEEN MISSING ALL DAY.
SOMETHING FUNNY GOIN' ON HERE... ALL MY SHORT HAIRS ARE TINGLING LIKE SOME BAD THINGS GONNA START UP.
IF THERE IS TO BE ANY ACTION... BLADE IS READY FOR IT.

BRIAN'S GOT A VERY ACTIVE IMAGINATION AND DOLIZES ALL THE SUPER HEROES! HE WROTE SO MANY UNANSWERED LETTERS TO THEM!
AFTER I WAS BRUTALLY MUGGED LAST MONTH, HE HASN'T BEEN THE SAME.
HE WAS ALWAYS TELLING ME HOW A SUPER HERO WOULD FIND MY MUGGER. HE'S BEEN OBSESSED WITH IT.
AND NOW HE'S MISSING! IT'S UNLIKE HIM NOT TO CALL ME SEVERAL TIMES A DAY. WHEN HE'S OUT, I'M WORRIED! YOU SAID YOU WERE DETECTIVES?
YES, BUT THIS SOUNDS LIKE A CASE FOR THE POLICE!
I TRIED. BUT THEY SAID I HAVE TO WAIT 24 HOURS BEFORE REPORTING A MISSING PERSON!
HERE'S HIS PICTURE.
HE SEEMED TO TAKE IT PERSONALLY WHEN NONE OF THE HEROES RESPONDED-- I HOPE HE HASN'T GONE OUT AND DONE SOMETHING RASH!
I DON'T KNOW WHAT WE CAN DO, MA'AM BUT..
EEEEEEEK! SOMEONE'S AT THE WINDOW!

KRAAK!
TAKE COVER!

HOLD, MONSTER! YOU'LL DO NO HARM TO THIS LADY!
EEEEEEE!
I WILL SHOW NO ILL WILL TOWARDS HER--
WE WON'T GIVE YOU THE CHANCE!
YOU, HOWEVER, HAVE ELECTED TO DIE!
URK! THIS CREATURE IS QUICK, BUT I CAN EASILY ESCAPE HIS GRIP BY TRANSFORMING INTO MIST!
GOOD! WHEN KING DEMATERIALIZES, I'LL GET A GOOD SHOT AT--
--BLADE?!
YAAAAH! WHAT IN GOD'S NAME IS THIS SPIDER-THING?!

YOU! YOU WEAR THE SCENT OF THE DARK-HOLD!
YEAH, WELL, YOU REEK, TOO!
IF YOU TOOK A DARKHOLD PAGE, YOU'RE CONDEMNED, MAN!
BAH!
BWAM
I AM JUSTICE PERSONIFIED! I AM SPIDER-X!
AND IT IS YOU WHO ARE DOOMED!
X-POW!
AGGHK!
PLUS, YOUR ALLY WILL NOT GET A SECOND CHANCE TO FIRE AT ME!
WHIZ
BAM!
OOF!
NO! STAY AWAY!
REST ASSURED, YOU HAVE NOTHING TO FEAR FROM ME, MADAM!
IF THESE PEOPLE HAVE UPSET YOU, THEY'LL PAY WITH THEIR LIVES!
EEEEEE!
PERHAPS IT WOULD BE BEST TO LEAVE THIS PLACE!
NO! LET ME ALONE! PUT ME DOWN!

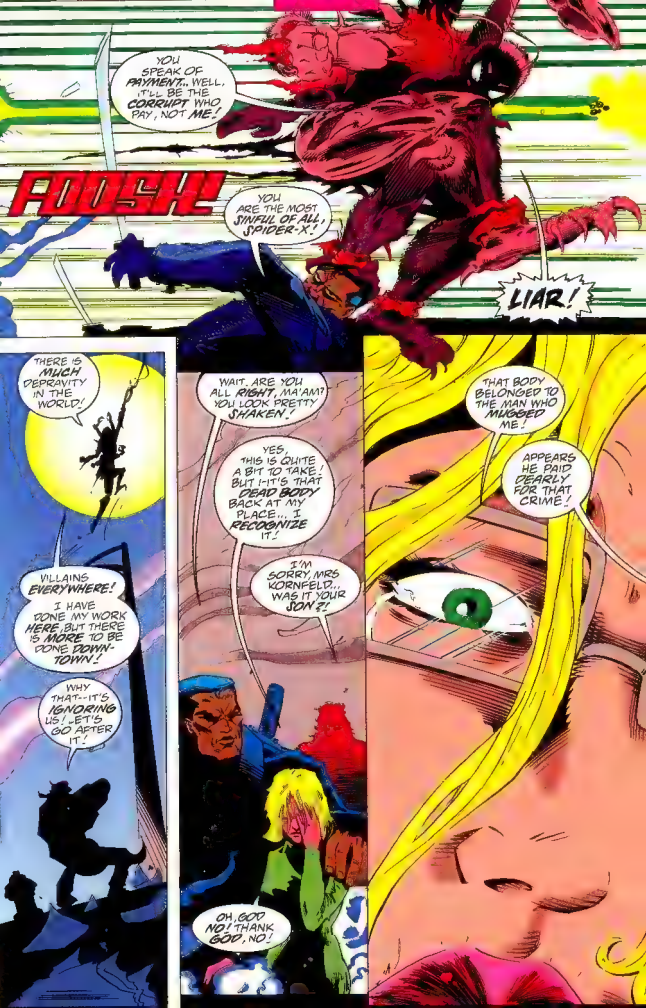
TAK
ALAS, I CANNOT! I HAVE SWORN TO PROTECT THE INNOCENT--
--AND YOU, UNLIKE THOSE I FOUGHT, ARE TOTALLY IRREPROACHABLE!
I WILL TAKE YOU AWAY, TO SOMEWHERE SAFE--
OOOHH...
--SOMEWHERE FAR AWAY FROM THE HUMAN FILTH CALLED--
--THE NIGHTSTALKERS!
WE'RE IN AGREEMENT THAT IT'S A DARKHOLD PRODUCT...
...BUT DO YOU THINK SPIDER-MAN ACCEPTED THE PAGE?
"EVIDENCE POINTS THAT WAY, BLADE. THE ENHANCED SPIDER-POWERS, THE RIPPED UNIFORM.
"SPIDER-MAN'S POWERFUL ENOUGH IN HIS NATURAL STATE.
"WITH HEIGHTENED ABILITIES AND AN EVIL BENT PROVIDED BY THE BOOK OF SINS--
"--THIS SPIDER-X MAY BE UNBEATABLE.

WHAT ARE THESE FOOLS GAWKING AT?
YOU FREAK
NO!
BY FOLLOWING ME YOU FORFEIT YOUR LIVES! MY MISSION AGAINST THE MALEVOLENT WILL NOT BE STOPPED!
KRUNK
FAWOOOSH
I'LL CRUSH YOU LIKE THE INSECT YOU ARE!
DRAKE!
THIS NEWSSTAND WILL PASS THROUGH MY MIST FORM, BUT THE PEOPLE--?
GOT IT, KING.
BARRAM!
JUST BARELY!

MY ASSAULT HAS SCARCELY BEGUN!
SPURT
YOUR WEB PASSES HARMLESSLY THROUGH MY INTANGIBLE SELF SPIDER-X!
YOU ARE FATED TO FAIL AGAINST ME!
THEN I SHALL TAKE THE WOMAN AND LEAVE!
SALE
WRONG!
GAUK
I DON'T KNOW WHAT YOUR FASCINATION WITH THIS "ADI IS"-- BUT BLADE WILL CURE YOU OF IT WITH METAL!

HOW DOES YOUR METAL FARE AGAINST MY ACID VENOM?!
FFFSSSPPEWSH
FFSWASH
'S GOTTA HIT ME FIRST, MAGGOT-BREATH!
STAY DOWN, BLADE!
LET'S SEE HOW SPIDER-BOY LIKES A TASTE OF NANO-TECHNOLOGY!
FFFSSS
KYOWW!
SALE
RARGH
KRASH
KRUNCH
BAM
TINKLE
ARRRR
KSSSH

HERE, SPIDER, SPIDER.
CAREFUL, BLADE! I'D BE SURPRISED IF THAT BLAST KILLED IT.
I'M READY FOR ANYTHING!
SALE
THERE IT IS!
RRRRR
THIS IS TANYA HILL FOR ACTION 2 NEWS...
LIVE
...A VILLAIN KNOWN AS THE PARALYZER, FORMERLY OF THE MUTANT FORCE GROUP, HAS COMMANDEERED THE 14TH STREET POWER STATION AND IS KEEPING POLICE AND SWAT TEAMS AT BAY.
MORE DETAILS AS THEY DEVELOP.
P-PARALYZER?! DOWNTOWN?
STAY, BEAST. NOW IS TIME FOR RECOMPENSE!


YOU SPEAK OF PAYMENT. WELL, I'LL BE THE CORRUPT WHO PAY, NOT ME!
FOOSH!
YOU ARE THE MOST SINFUL OF ALL, SPIDER-X!
LIAR!
THERE IS MUCH DEPRAVITY IN THE WORLD!
VILLAINS EVERYWHERE! I HAVE DONE MY WORK HERE, BUT THERE IS MORE TO BE DONE DOWN-TOWN!
WHY THAT--IT'S IGNORING US! LET'S GO AFTER IT!
WAIT. ARE YOU ALL RIGHT, MA'AM? YOU LOOK PRETTY SHAKEN!
YES. THIS IS QUITE A BIT TO TAKE! BUT I-IT'S THAT DEAD BODY BACK AT MY PLACE... I RECOGNIZE IT!
I'M SORRY, MRS. KORNFELD... WAS IT YOUR SON?!
OH, GOD NO! THANK GOD, NO!
THAT BODY BELONGED TO THE MAN WHO MUGGED ME!
APPEARS HE PAID DEARLY FOR THAT CRIME!

VICKI MONTES! AND JINX ARRIVE AT GRAND CENTRAL STATION, LIMPRE-PARED FOR THE ASSAULT ON THE SENSES INDICATIVE OF 42ND STREET..
I'D LIKE IT A LOT BETTER IF WE FLEW HERE!
HOW DO YOU LIKE NEW YORK SO FAR, JINX?
YEAH, YEAH, I KNOW! YOU DON'T LIKE FLYING.
WELL WE'RE NOT HERE FOR A PLEASURE TRIP!
YEAH, WE'RE LOOKIN' FOR SOME BIG, BAD EVIL!
BUT EVIL HAS A WAY OF FINDING YOU IN NEW YORK CITY.
CHAPTER THREE: DARKHOLD
MY BAG!
TERROR IN TIMES SQUARE
I'M FROM THE STREETS, TOO--
--THE GANG-RIDDEN STREETS OF LOS ANGELES!
THESE CITY KIDS THINK THEY'RE TOUGH?!
THE LAST DRU

HOLD IT, HOMIE!
NO YOU'RE WHAT YOU SEE BEFORE YOU IS MORE THAN MERELY SPIDER-MAN...
I AM-- SPIDER-X!
CRIME COMES IN ALL SIZES.. EVEN LITTLE ONES! THAT BOY MUST PAY FOR HIS MISDEED...
...WITH HIS CALLOW LIFE!
WE'RE NOT GONNA BE NEW YORK CRIME STATISTICS!
HEY, LEGGO!
WATCHIT!
OOF
UGH
SCRAPE
UH, IS THAT GEEK SOME FRIEND OF YOURS?
S-S-SPIDER-MAN?!
AIN'T THAT PUNISHMENT A LITTLE CRUEL AND UNUSUAL, SPIDER-BREATH?!

CAN'T LET YA!
JINX, RUN!
NAH
JINX, DON'T PLAY THAT!
YREEK!
JINX, NO!
FOOL! FIRST YOU ALLOW THE FELON TO ESCAPE...
...THEN YOU DARE LASH OUT AT ME!
YOU'LL PAY WITH YOUR LIFE!
JINX! LOSE YOUR POWER!
IF THAT'S SPIDEY, I DON'T WANNA HURT HIM! I'LL AIM ABOVE HIM!
...AND HOPEFULLY THAT'LL BE ENOUGH!
KRASH
IS IT OVER, VICKI?

SCHWP
NO MERE HUMAN CAN STOP SPIDER-X!
A DEBT HAS BEEN INCURRED AND MUST BE PAID--
--IN FULL!
SHKEW
@#%&! SNARED! AND STINGS!
DON'T WORRY, MY DEAR!
I'M PINNED AND IT BURNS!
UGH! I CAN'T GET THIS STUFF OFF YOU!
JINX!
LOOK OUT!

WON'T HURT FOR LONG!
KWHIP
GUURRK
GHOST RIDER!
YAAGK
M-MY GOD!
I VOWED TO TRACK YOU DOWN, SPIDER-X. TIME TO MAKE AMENDS FOR YOUR SINS!
SKREEEE
I'LL GET YOU OUT OF THIS, KID!

ANY GOOD YOU MAY HAVE DONE IN THE PAST...
...WAS ERADICATED WHEN YOU EMBRACED THE DARK-HOLD!
KA-SSH
OH, NO! GHOST RIDER'S FLAMES HAVE WEAKENED THE WEBS! I'M SLIPPING...!
...FALLING!
BLAZE! HEADS UP!
WHAT NOW?

THERE'S ALWAYS SOMETHING GOING ON...
WHEN YOU PARTY WITH GHOST RIDER!
WUMP
GOTCHA, PRETTY LADY!
RRRKAR
HEY SAVING YOUR LIFE? DON'T MENTION IT. YOU'RE WELCOME!
THAT'S ENOUGH, BLAZE!
HOW NOW, G.R.?
THE MONSTER IS UP AHEAD!

I SENSED A DARKHOLD PAGE BEING USED HERE IN NEW YORK.
APPARENTLY SPIDER-MAN ACCEPTED THE PAGE AND HAS MUTATED INTO SPIDER-X!
RRRRRRROOOOARR
THERE HE IS NOW!
CRIME PERMEATES EVERY SQUARE INCH OF THIS CITY.
EVEN NOW, DEPRAVITY IS IN ACTION!
THAT NUT SEEMS TO HAVE FORGOTTEN US!
WITH MY ENHANCED POWERS AND RESPONSIBILITY I WILL NEVER REST UNTIL ALL TRACES OF DECADENCE ARE VANQUISHED!
LET'S JOG HIS MEMORY!

GIVE IT, GIRL!
MISCREANT! TIME FOR YOU TO SUFFER!
UHHH
YAAA
CHUNK
NO!
HE'S ZIPPING AWAY! NAIL 'IM, JINX!
GOT 'IM!
WHAT?
AAAAAA
KA-
RASHH!
HE'S DOWN!
LET'S CONCLUDE THIS WHILE WE CAN!

--SEEMS DEAD!
HE'S FOOLED US BEFORE!
LIKE NOW!
FFFRRAAAKR
THAT CURSED THING IS ESCAPING AGAIN!
SSSSHH!!!
I'LL WAGER I KNOW EXACTLY WHERE HE'S GOIN'!
JUMP! THAT STUFF'S LIKE ACID!
NO SWEAT!

A VICIOUS CRIME IN THE NIGHT--A PERFECT EVENING FOR THE LIVING VAMPIRE WHO FEEDS OFF THOSE WHO WOULD HURT OTHERS...
EEEEEEE!
EH? WAS THAT AN EXPLOSION?
CHAPTER FOUR:
MORBIUS
THE LIVING VAMPIRE
THE SPIDER, THE SONS AND...ZZZAX!
I'LL SHOW AS MUCH COMPASSION AS YOU DID THAT YOUNG LADY!
AGGCK! STOP! NO!
I'VE HAD MY FILL HERE. I'LL LOOK INTO THE SOURCE OF THAT LOUD BLAST--I MAY BE ABLE TO HELP IN MY SPECIAL WAY.
CHURCH'S H-HELP ME, PLEASE!
WHAT MANNER OF CREATURE IS THAT? ITS MANNER OF TRANSPORT RINGS FAMILIAR!
COULD IT BE MUTATED SPIDER-MAN?! STRANGER THINGS HAVE HAPPENED IN THIS UNIVERSE OF OURS!
*DON'T TELL ME YOU MISSED THE MAXIMUM CARNAGE CROSSOVER! --HILDY
WHEN LAST WE MET, IT WAS ON BAD TERMS DUE TO SPIDER-MAN'S SIMPLE DEFINITION OF JUSTICE! WHO KNOWS HOW HE'LL REACT TO ME IN A TRANSFORMED STATE?

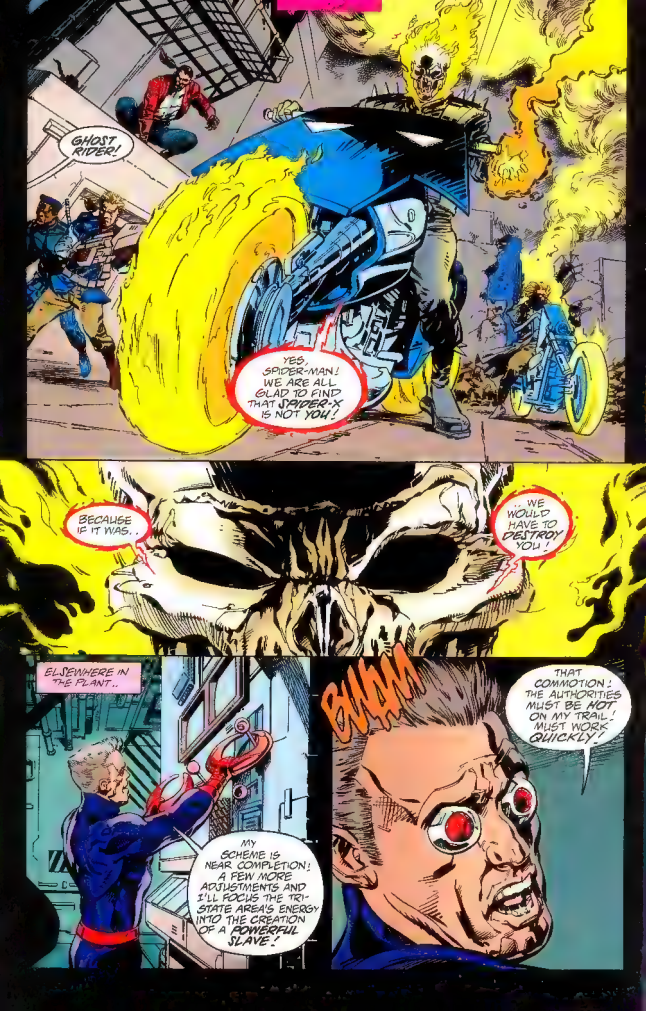
WHAT?
IT IS SERIOUS! A BLAST AT THE 14TH STREET ROVER STATION WILL BLACK OUT MOST OF THE CITY.
THAT ACCURSED SPIDER-MAN MUST HAVE DOUBLED BACK AND SNARED ME!
SNAG
KRAK!
I'VE BURST THESE WEBS BEFORE, AND I'LL DO IT AGAIN!
AND NOW TO RIP THAT SPIDER-FREAK APART!
SKREEK
FREAK? LOOK WHO'S TALKIN'!
I BELIEVE WE HAVE SOME UNFINISHED BUSINESS--
--SOMETHING ABOUT A FEW DOZEN MURDERS?
SPIDER-MAN! YOU'RE NORMAL!
SURE! I'M AS NORMAL AS A DUDE WITH THE PROPORTIONATE STRENGTH OF A SPIDER CAN BE! SO WHICH AM I? FREAK OR NORMAL?
NOW IS NOT THE TIME TO BOTHER ME, SPIDER-MAN!
NO! SHOULD I HAVE MY PEOPLE CALL YOUR PEOPLE SO WE CAN DO LUNCH? GET REAL! YOU'RE A KILLER, AND I CAN'T STOMACH MURDERERS!

FOOL! I ONLY SLAY THOSE WHO TRULY DESERVE IT!
EVERYONE'S GOT THE RIGHT TO LIVE AND IT'S NOT UP TO A LIVING ZOMBIE TO DECIDE!
AGGH! I WILL NOT TRIFLE WITH YOU ON ETHICS!
KERUMBLE
TEMPER, TEMPER MORBY!
IDIOT! YOU'RE DEALING WITH FORCES BEYOND YOUR PATHETIC COMPREHENSION!
I--ACGK!
ZWAP
WHA--?! I DIDN'T EXPECT A SHOT IN THE THROAT TO PUT AWAY MORBY!
GUESS HE MUST HAVE IRON-POOR BLOOD TODAY!
THIS HAS BEEN ONE OF THE WEIRDEST DAYS IN MY WEIRD LIFE!
I STILL HAVE NO IDEA WHO THAT DEMENTED ZOMBIE WAS WHO APPEARED IN MY APARTMENT.
HE SEEMED PRETTY PERTURBED WHEN I WOULDN'T TAKE HIS BLACK ENVELOPE.

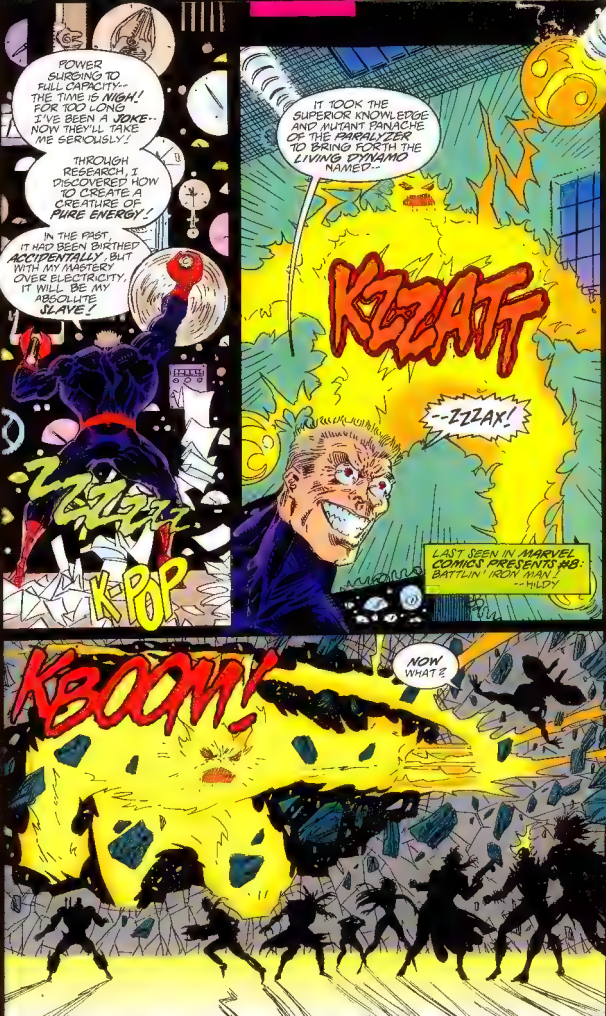
HE CURSED ME AND SAID--"
I'LL JUST HAVE TO FIND ANOTHER SPIDER-MAN!
"AND THEN THERE'S THAT MUTANT, THE PARALYZER, WHO ZAPPED ME EARLIER.."
"WHAT DID HE MEAN BY THAT?"
I BET HE'S BEHIND THE POWER PLANT EXPLOSION! I WAS HEADING THERE WHEN I SAW--"
MORBIUS!
ARRRGH! SPIDER-MAN! YOU HAVE PUSHED ME BEYOND REASON!
I'LL CRUSH YOU LIKE THE INSECT YOU ARE!
OOF!
THIS IS ONE DUDE WHO CAN DO IT, TOO! I'LL NEVER GET A LUCKY PUNCH IN LIKE THAT AGAIN!
SO MY MAIN CONCERN NOW...
...IS TO GET THE HECK OUTTA HERE TO SOMEWHERE I'LL HAVE AN ADVANTAGE!
THWIP

WOW! THE WHOLE CITY IS BLACKED OUT! ALL I SEE IS POLICE SEARCHLIGHTS AT THE POWER STATION!
THERE MUST BE TONS OF EMERGENCIES TO DEAL WITH AROUND TOWN!
...NOT TO MENTION THE POTENTIAL FOR LOOTERS.
MAYBE I CAN DEFEAT MORBY AT THE PLANT!
IF ONLY MORBIUS WOULD... OH, NO!
A SWAT UNIT'S TANGLED IN A BIG, GOOEY WEB!
THEN THIS IS NOT YOUR DOING, SPIDER-MAN?
BEFORE YOU ATTACKED ME, I SAW A MONSTROUS VERSION OF YOU!
I'M GOING TO CHECK OUT THIS SPIDER-CREATURE. I'LL DEAL WITH YOU LATER
I DON'T KNOW IF I CAN TRUST Y--
SPIDER-MAN! LOOK OUT!

I WILL BE ABLE TO WORK OUT MY FRUSTRATION ON THIS SPIDER-MONSTER!
TRUSTY SPIDER-SENSE SAVED ME AGAIN!
BAH! IF I CAN'T VANQUISH SPIDER-MAN RIGHT NOW..
SPLAT
MONSTER? IT IS YOU, VAMPIRE, WHO ARE THE MONSTER!
LET'S SEE HOW YOU LIKE BEING FEASTED UPON!
AGGCCK!
FWASSHH


GHOST RIDER!
YES, SPIDER-MAN! WE ARE ALL GLAD TO FIND THAT DAREDEVIL IS NOT YOU!
BECAUSE IF IT WAS..
WE WOULD HAVE TO DESTROY YOU!
ELSEWHERE IN THE PLANT..
MY SCHEME IS NEAR COMPLETION! A FEW MORE ADJUSTMENTS AND I'LL FOCUS THE TRI-STATE AREA'S ENERGY INTO THE CREATION OF A POWERFUL SLAVE!
BVAM
THAT COMMOTION! THE AUTHORITIES MUST BE HOT ON MY TRAIL. I MUST WORK QUICKLY!

SO YOU WOULD FEAST ON ME?
SWAK
URRGH
NOW, WHILE HE'S DOWN HIT 'IM WITH ALL WE'VE GOT!
KRAK
THWIP
BUDAM!
FWOOM
WHAT KINDA SPIDEY-THING IS IT, ANYWAY?
ANOTHER SPAWN FROM THE BOOK OF SINS, BLAZE. WE MET HIS MOTHER-- POOR WOMAN. HER BRUTAL MUGGING MADE HER SON SUCCUMB TO THE DARKHOLD!
...UNAWARE OF THE AWESOME PRICE TO BE PAID-- HIS VERY SOUL!
HE WAS OFFERED ALL THE POWERS OF HIS HERO, SPIDER-MAN, AND MORE...


POWER SURGING TO FULL CAPACITY-- THE TIME IS NIGH! FOR TOO LONG I'VE BEEN A JOKE-- NOW THEY'LL TAKE ME SERIOUSLY!
THROUGH RESEARCH, I DISCOVERED HOW TO CREATE A CREATURE OF PURE ENERGY!
IN THE PAST, IT HAD BEEN BIRTHED ACCIDENTALLY, BUT WITH MY MASTERY OVER ELECTRICITY, IT WILL BE MY ABSOLUTE SLAVE!
ZZZZZZ
KPOP
IT TOOK THE SUPERIOR KNOWLEDGE AND MUTANT PANACHE OF THE PARALYZER TO BRING FORTH THE LIVING DYNAMO NAMED--
KZZATT
--ZZZAX!
LAST SEEN IN MARVEL COMICS PRESENTS #8: BATTLIN' IRON MAN! --HILDY
KBOOM!
NOW WHAT?!

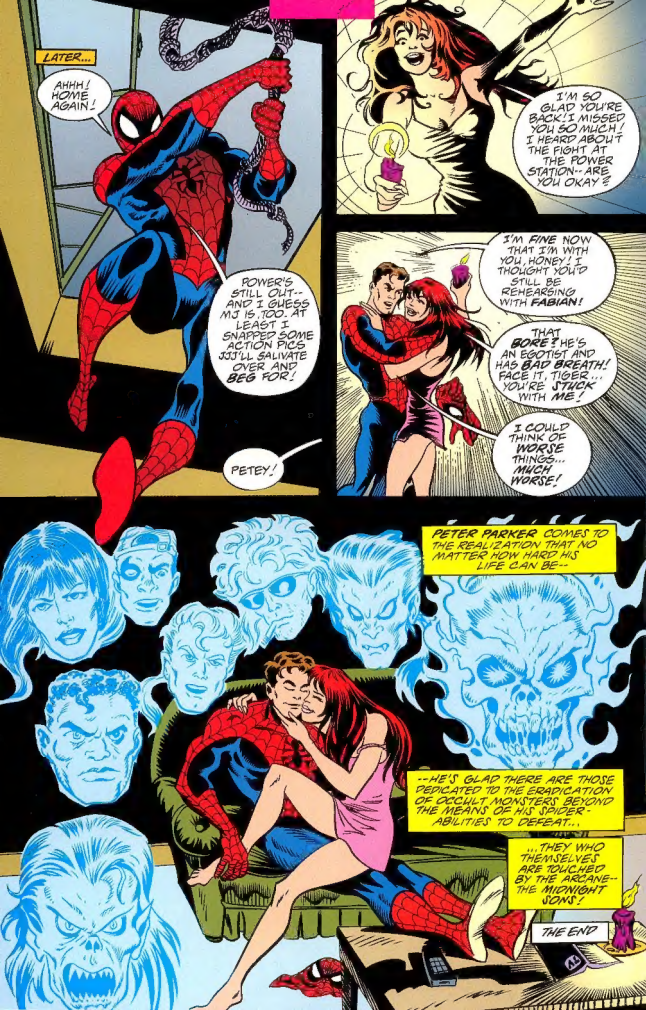
THIS POOR CREATURE WANTED TO DO GOOD BUT WAS WARPED BY THE PUTRID TOUCH OF THE DARKHOLD...
PERHAPS A DOSE OF MY MESMERIZING ABILITIES CAN CONVINCE IT TO AID US!
WHAT ARE YOU DOING STANDING THERE? DON'T YOU SEE THAT MENACE THREATENING US ALL?
M--MOTHER?!
YESSS! I AM THE PROTECTOR OF THE WEAK! WHEREVER THERE'S A THREAT--
--THERE IS SPIDER-X!
IT WORKED! MORBY CONNED HIM INTO RAILING AGAINST THAT THING!
I'D HARDLY CALL WHAT I DID "CONNING," SPIDER-MAN!
WHAM
ZZZTTT
THAT ELECTRICAL BEAST IS USING UP A LOT OF ENERGY BATTLING SPIDER-X!
AIEEE
PERHAPS WE SHOULD PITCH IN, GHOST RIDER!

A-YAAAH!
I MAY NOT HAVE ANY FUNKY SUPER NATURAL POWERS...
OUR COMBINED ASSAULT IS TOO MUCH! THE BEAST DISSIPATES!
...BUT THIS CHUNK OF CONCRETE DID IT'S PART!
IT'S FLARING UP AGAIN! WATCH OUT! IT MIGHT BLOW U--

FATHOOM

WHEW! THAT WAS TOO MUCH! ANYONE HAVE A CIGARETTE?
WHAT ARE YOU NUTS, SUICIDAL? SMOKIN'S BAD FOR YOUR HEALTH!
IT WAS A JOKE, BLAZE.
SPIDER-X APPEARS TO HAVE BEEN DESTROYED ALONG WITH THE ELECTRICAL BEAST!
ALL THINGS TOUCHED BY THE DARKHOLD ARE DOOMED! I OUGHTA KNOW!
WHILE THE PAGES FROM THE BOOK OF SINS ARE STILL IN CIRCULATION, WE MUST BE ON THE LOOKOUT. THIS IS FAR FROM OVER!
I'LL SAY!
I'M STILL TAKING YOU IN, MORBIUS!
NO, SPIDER-MAN, YOU CANNOT KNOW THE TORTURED MOTIVATIONS OF THE UNDEAD LIKE MORBIUS AND MYSELF!
LET ME GO!
WHY SHOULD WE BATTLE FUTILELY WHEN OUR GOALS ARE SIMILAR, SPIDER-MAN? RATHER, I WOULD METE PUNISHMENT TO THOSE MORE DESERVING!
YOUR PAL DELAYED ME, MORBY! BUT WE'LL MEET AGAIN!
I HOPE WE NEVER WILL, WEB-SLINGER... FOR YOUR SAKE!

WITH ZZZAX DESTROYED, MY POWER IS TOTALLY SAPPED! I'LL USE DISCRETION AND AVOID THAT BAND OF WEIRDO DO-GOODERS.
GOIN' SOMEWHERE, "PARRY" M'BOY?
YOU! EVEN WITHOUT MY SHOCKING POWERS, I CAN RIP YOU APART WITH THESE CLAWS!
MEBBE--
--BUT WHAT ABOUT MY BUDDIES BEHIND YOU?!
I--I--
--I GIVE UP!
EPILOGUE:
KISS OF THE SPIDER'S WOMAN
DANGER HIGH VOLTAGE


LATER...
AHHH! HOME AGAIN!
POWER'S STILL OUT-- AND I GUESS MJ IS, TOO. AT LEAST I SNAPPED SOME ACTION PICS JJJ'LL SALIVATE OVER AND BEG FOR!
PETEY!
I'M SO GLAD YOU'RE BACK! I MISSED YOU SO MUCH! I HEARD ABOUT THE FIGHT AT THE POWER STATION-- ARE YOU OKAY?
I'M FINE NOW THAT I'M WITH YOU, HONEY! I THOUGHT YOU'D STILL BE REHEARSING WITH FABIAN!
THAT BORE? HE'S AN EGOTIST AND HAS BAD BREATH! FACE IT, TIGER... YOU'RE STUCK WITH ME!
I COULD THINK OF WORSE THINGS... MUCH WORSE!
PETER PARKER COMES TO THE REALIZATION THAT NO MATTER HOW HARD HIS LIFE CAN BE--
--HE'S GLAD THERE ARE THOSE DEDICATED TO THE ERADICATION OF OCCULT MONSTERS BEYOND THE MEANS OF HIS SPIDER-ABILITIES TO DEFEAT.
...THEY WHO THEMSELVES ARE TOUCHED BY THE ARCANE-- THE MIDNIGHT SONS!
THE END